



P.O. BOX 25204
WILMINGTON, DELAWARE 19899
302-655-8322
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JFS HOLDING
368 Merlin Rd.
Phoenixville, Pa. 19460

RE: Basin Shoppes Assignment Unit 509

Mr. Sherman;

An Assignment of Lease must be prepared by an attorney of Assignee.

A NNN clause indicating assignees obligation to quarterly taxes, insurance and sewer charges during duration of lease term must be documented.

Schedule of rents, until all options are exercised, must be presented.

Assignor shall remain liable for the lease term for 1 year beginning September 1, 2005 until August 31, 2006.

Any future assignments of lease must be approved by lessor.

Present amount of security deposit transferred must be documented.

Policy of "public liability" for said unit must be in order.

Assignee must sign lease as a personal entity.

Notarization of signatures of both Assignee and Assignor must be presented.

Lessor to sign final documents.

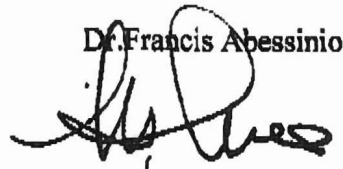
Dr. Francis Abessinio

08/22/05

Exhibit
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